

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**Re: Docket Nos. 9 & 37**

**CERTIFICATION OF COUNSEL REGARDING PROPOSED  
FINAL ORDER (I) AUTHORIZING AND APPROVING CONTINUED USE OF CASH  
MANAGEMENT SYSTEM, (II) AUTHORIZING CONTINUED USE OF CORPORATE  
CREDIT CARDS AND GRANTING ADMINISTRATIVE EXPENSE STATUS TO  
POSTPETITION CREDIT CARD OBLIGATIONS, (III) AUTHORIZING USE OF  
PREPETITION BANK ACCOUNTS AND BUSINESS FORMS, (IV) WAIVING THE  
REQUIREMENTS OF SECTION 345(b) ON AN INTERIM BASIS, (V) GRANTING  
ADMINISTRATIVE EXPENSE STATUS TO POSTPETITION INTERCOMPANY  
CLAIMS, AND (VI) GRANTING CERTAIN RELATED RELIEF**

On December 2, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing and Approving Continued Use of Cash Management System, (II) Authorizing Continued Use of Corporate Credit Cards and Granting Administrative Expense Status to Postpetition Credit Card Obligations, (III) Authorizing Use of Prepetition Bank Accounts and Business Forms, (IV) Waiving the Requirements of Section 345(b) on an Interim Basis, (V) Granting Administrative Expense Status to Postpetition Intercompany Claims, and (VI) Granting Certain Related Relief* [Docket No. 9] (the “Motion”).

On December 6, 2022, the United States Bankruptcy Court for the District of Delaware (the “Court”) held a hearing (the “Hearing”) to consider, among other things, the relief requested by the Motion on an interim basis. Subsequent to the Hearing, the Court entered an order [Docket

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

No. 37] (the “Interim Order”) granting the Motion on an interim basis. Pursuant to the Interim Order, responses to the entry of the proposed final form of order (the “Proposed Final Order”) attached to the Motion were to be filed and served no later than 4:00 p.m. (ET) on December 30, 2022 (the “Objection Deadline”).

Prior to the Objection Deadline, the Debtors received informal comments from the Official Committee of Unsecured Creditors (the “Committee”). As a result of discussions between the Debtors and the Committee, such comments have been resolved as reflected in the revised Proposed Final Order attached hereto as **Exhibit A** (the “Revised Proposed Final Order”). For the convenience of the Court and interested parties, a blackline comparing the Revised Proposed Final Order to the Proposed Final Order is attached hereto as **Exhibit B**. No other responses were received by the Debtors.

The Debtors submit that the Revised Proposed Final Order is appropriate and consistent with the relief requested in the Motion and their discussions with the Committee, and that the Committee does not object to entry of the Revised Proposed Final Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Final Order at its earliest convenience without further notice or hearing.

*[Signature Page Follows]*

Dated: January 3, 2023  
Wilmington, Delaware

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